

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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STEPHEN M. WILSON, *et al.*,

Plaintiffs,

vs.

IMAGESAT INTERNATIONAL N.V., *et al.*,

Defendants.
-----X

CV-07-6176 (LTS)

**REPLY DECLARATION OF
DAVID BLOCK TEMIN AS
CORPORATE
REPRESENTATIVE OF
ELBIT SYSTEMS LTD.**

1. I, the undersigned, David Block Temin, am over eighteen (18) years of age, have my full mental faculty and am competent to make this Declaration. The facts set forth in this Declaration are within my personal knowledge and are true and correct.

2. I am the Corporate Vice President and Chief Legal Officer of Elbit Systems Ltd. ("Elbit"). In this capacity, I am directly responsible for, am involved with and have personal and organizational knowledge of Elbit's business activities, identities, relationships, operations and compliance with the legal regulations related thereto.

3. Elbit is a defense contractor with its principal place of business in the City of Haifa in the State of Israel. As set forth in my prior affirmation, Elbit has no employees, offices or addresses in the State of New York, does not own, buy, sell or lease any property in the State of New York and is not registered to transact business in the State of New York. Other than being listed on the National Association Securities Dealers Automated Quotations ("NASDAQ") as "ESLT", Elbit does not transact any business in the State of New York.

4. Elbit is the owner of a wholly-owned subsidiary, Elbit Systems of America, LLC ("ESA"). ESA owns several subsidiaries in the U.S. (the "ESA Subsidiaries"). The ESA subsidiaries are located in various locations in the U.S., however, neither ESA nor any of the

ESA Subsidiaries are located in the State of New York. The ESA Subsidiaries have development capabilities and manufacturing plants, and they manufacture, market and sell products and system solutions focusing on U.S. military, commercial aviation and homeland security customers. ESA and the ESA Subsidiaries have extensive operations in the United States, including approximately 1,800 employees and annual revenues in 2007 of approximately \$700 million.

5. Elbit holds its 100% interest in ESA through a Delaware company, Elbit Systems U.S. Corp. ("ESC"). United States law, regulations and undertakings with the U.S. Department of Defense ("DoD") require that ESA, as a security cleared U.S. defense contractor in areas related to U.S. national security, be independent from Elbit, have a separate and DoD mandated independent board of directors, and have ESA's management operate independently of Elbit, in accordance with DoD mandated limitations on Elbit's control.

6. Elbit's SEC filings, including its most recent Form 20-F, attached hereto as Exhibit A, are made on a consolidated basis as required by law, and reflect the operations of ESA along with those of Elbit itself and other of Elbit's subsidiaries around the world. Such consolidated SEC filings do not derogate from the fact that the operations of the two companies (Elbit and ESA) are, and are required by DoD directive to be, separate and independent.

I declare under penalty of perjury that the foregoing is true and correct.

This 9th Day of March, 2008.



David Block Temin
Corporate Vice President and
Chief Legal Officer
For ELBIT SYSTEMS LTD.